

SEP 25 '07

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SURFACE TRANSPORTATION BOARD



September 25, 2007

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W., Suite 715
Washington, DC 20423-0006

Dear Mr. Williams:

Please find attached, one (1) copy of the Memorandum of Assignment and Assumption Agreement dated August 22, 2007 between the following parties:

Assignor: M&T Credit Services, LLC
25 South Charles St., 18th Floor
Baltimore, MD 21201

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

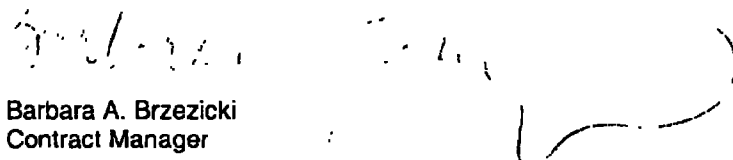
Please see Schedule 1 attached hereto for the equipment, (2) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement effective August 24, 2007 related to two (2) railcars bearing reporting marks: DJJX 430 and DJJX 450.

Please file this as a secondary document under Recordation Number 18914-K as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 18914 through 18914-J. The filing fee in the amount of \$35.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6082.

Sincerely,



Barbara A. Brzezicki
Contract Manager

Enclosures

SEP 25 '07

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT SURFACE TRANSPORTATION BOARD**

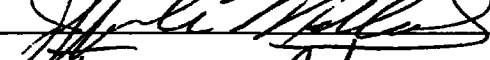
This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of August 22, 2007, 2007, by and between M & T CREDIT SERVICES, LLC, a New York limited liability company ("Assignor") and THE DAVID J. JOSEPH COMPANY, a Delaware Corporation ("Assignee").

WITNESSETH:


1. ASSIGNOR has agreed to assign to ASSIGNEE that certain lease agreement by and between The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.), as Lessor, and Martin Marietta Materials, Inc., as Lessee dated March 14, 1994, as amended by Amendment No. 1 dated June 9, 1997 and Amendment No. 2 dated June 24, 2002 (the "Lease"), for thirty (30) (subsequently 26) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement should be filed under Surface Transportation Board Recordation No. 18914-K and shall be effective as of the date first set forth above.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date set forth in the Purchase and Sale Agreement by and between ASSIGNOR and ASSIGNEE dated as of August 22, 2007.

M & T CREDIT SERVICES, LLC

By: 
Name: JEFFREY A. MILLARD
Title: VP

THE DAVID J. JOSEPH COMPANY

By: 
Name: Everett N. Martin
Title: Asst. Secretary

STATE OF Maryland)
COUNTY OF Harris) SS:

On this 20th day of September, 2007, before me the subscriber, Diane Klameyer, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Jeffrey A. Millard, to me personally known, who stated and acknowledged that he/she is the Vice President of M & T CREDIT SERVICES, LLC, a New York limited liability company and duly authorized by authority of the Board of Directors or By-laws of said company in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 20th day of September, 2007.

Diane Klameyer
(Notary Signature)

My commission expires:

Diane Klameyer
Notary Public, A.A. Co., MD
My Commission Expires 7/14/08

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 24th day of September, 2007 before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Everett W. Martin, to me personally known, who stated and acknowledged that he is the Assistant Secretary of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of September, 2007.

Barbara A. Brzezicki
(Notary Signature)

My commission expires:
2-28-11



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires 02-28-11

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS:

Two (2), railcars bearing reporting marks:

DJJX 430

DJJX 450

LEASE: Railroad Equipment Lease by and between The David J. Joseph Company (f/k/a Joseph Transportation Services, Inc.), as Lessor, and Martin Marietta Materials, Inc., as Lessee, dated as of March 14, 1994, as subsequently amended by Amendment No. 1 dated June 9, 1997 and Amendment No. 2 dated June 24, 2002. (the "Lease")